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6 NETFLIX, INC.

7 UNITED STATES DISTRICT COURT
8 NORTHERN DISTRICT OF CALIFORNIA
9

10 NETFLIX, INC., a Delaware corporation,
11 Plaintiff,

12 v.

13 BLOCKBUSTER, INC., a Delaware
14 corporation, DOES 1-50,

15 Defendant.

Case No. C 06 2361 WHA (JCS)

**[PROPOSED] ORDER ON NETFLIX'S
MOTION TO COMPEL THE
PRODUCTION OF DOCUMENTS FROM
BLOCKBUSTER, INC.**

Complaint filed: April 4, 2006

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18 Having considered the Motion of Netflix, Inc. ("Netflix") to compel the production of
19 documents from Blockbuster, Inc. ("Blockbuster") and Blockbuster's Opposition thereto,
20 Netflix's Reply, and the argument of counsel, with good cause appearing, it is hereby
21 ORDERED as follows:

22 With respect to Netflix's First Set of Requests for the Production of Documents Numbers
23 7-10, 21, 24-25, 28-36, 58-59, 67-74, 76-79, 81-82, 90, and 101-102, Blockbuster shall produce
24 all documents that are responsive to these Requests. Blockbuster shall not limit its production of
25 these documents to those that are "sufficient to reasonably describe" a given category of
26 documents that have been requested by Netflix.

27 With respect to Request Number 19, Blockbuster shall produce documents fully
28 describing Blockbuster's recordkeeping and accounting methods, books, and records as they

1 relate to Blockbuster Online. Blockbuster shall not limit its production of these documents to
2 publicly filed Forms 10-Q and 10-K or to its internal quarterly or annual financial statements.

3 With respect to Request Numbers 26 and 27, Blockbuster shall produce documents
4 sufficient to fully describe the structure or architecture of the software and hardware used to
5 operate, support, or maintain Blockbuster Online, including block diagrams, data structure
6 diagrams, system architecture diagrams, database layouts, and source code. The production of
7 these documents shall not be limited to those relating to the Blockbuster Online website.

8 With respect to Request Number 31, Blockbuster shall produce documents sufficient to
9 fully describe any agreements, licenses, permissions, term sheets, memoranda of understanding,
10 letters of intent, specifications, and technical descriptions relating to Blockbuster Online
11 technology that was developed by third parties. Blockbuster shall not limit its production to
12 documents "sufficient to reasonably describe the development of Blockbuster Online."

13 With respect to Request Numbers 34, 35, and 36, Blockbuster shall produce: (1) all
14 documents relating to agreements between Blockbuster and any consultant engaged to provide
15 consulting services or products to Blockbuster relating to Blockbuster Online, and (2) the
16 documents exchanged between Blockbuster and any consultant in connection with any
17 agreement to provide the aforementioned services and/or products. Blockbuster shall also
18 produce documents sufficient to identify the employees, contractors, or agents of any consultant
19 who provided any information or performed any service for Blockbuster in connection with the
20 design, research, development, testing, marketing, and operation of Blockbuster Online.
21 Blockbuster shall not limit its production of these documents to consultants working for one
22 specific company, nor shall it limit its production to consultants who had "significant
23 involvement" in providing consultant services.

24 With respect to Request Number 89, Blockbuster shall produce all of its documents
25 relating to its promotion in Blockbuster in-store locations of Blockbuster Online. Blockbuster
26 shall not limit its production of these documents to those "sufficient to show such promotions,"
27 though exact duplicates of promotional materials need not to be produced more than once.

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1 Blockbuster shall produce all documents in response to this Order and responsive to
2 Netflix's requests for production of documents _____ days after entry of this Order.

3 IT IS SO ORDERED.

4 Dated:

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6 _____
7 HON. JOSEPH C. SPERO
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